

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 07/13/2007 at 09:01:36

File Number: 0003092368

FCC 603 FCC Application for Assignments of Authorization and Transfers of Control: Main Form Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

General Information

| | |
|--|-----------------------------------|
| 1) Application Purpose (Select only one) (TC) | |
| AA - Assignment of Authorization TC - Transfer of Control | AM - Amendment WD - Withdrawal |
| NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer) | |
| 2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC. | File Number: |
| 3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required? | (Y) Yes No |
| 3b) If the answer to 3a is 'Y', provide the File Number of the lead application. | File Number: 0003092368 |
| 3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required? | (Y) Yes No |
| 4) Are attachments being filed with this application? | (Y) Yes No |

Fees and Waivers

| | |
|--|--------------------------------|
| 5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees. | (N) Yes No |
| 5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. | (N) Yes No |
| 6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request. | (N) Yes No |
| 6b) If 6a is 'Y', enter the number of rule sections involved. | Number of Rule Sections: _____ |

Additional Transaction Information

| | |
|--|---------------------------------|
| 7) Has this application for Assignment of Authorization or Transfer of Control already occurred? | (N) Yes No |
| 8a) The Assignment of Authorization or Transfer of Control is: | (X) Voluntary () Involuntary |
| 8b) If 8a is 'Involuntary', provide the date that the event occurred: | (MM/DD/YYYY) ____ / ____ / ____ |
| 9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control? | (N) Yes No |
| 9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules? | () Yes No |
| 9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control. | (MM/DD/YYYY) ____ / ____ / ____ |
| 10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C. | () Yes No |
| 10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses? | () Yes No |

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (T)

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

| | |
|--|--------------------------|
| 12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years? | () <u>Yes</u> <u>No</u> |
| 12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan? | () <u>Yes</u> <u>No</u> |
| 12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years? | () <u>Yes</u> <u>No</u> |

Competition-Related Information

| | |
|--|-----------------------------------|
| 13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services? | (<u>Y</u>) <u>Yes</u> <u>No</u> |
| 14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area? | (<u>Y</u>) <u>Yes</u> <u>No</u> |
| 14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)? | (<u>Y</u>) <u>Yes</u> <u>No</u> |

Broadband Radio Service and Educational Broadband Service Information

| | |
|---|--------------------------|
| 15a) Will the requested facilities be used to provide multichannel video programming? | () <u>Yes</u> <u>No</u> |
| 15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |
| 16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |

Assignor/Licensee Information

| | | | |
|---|---|--|--|
| 17) Assignor/Licensee is a(n): (Select One) | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust | <input type="checkbox"/> Government Entity |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Limited Liability Company | | |
| <input checked="" type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium |
| <input type="checkbox"/> Other: _____ | | | |
| 18) FCC Registration Number (FRN): 0003767290 | | | |
| 19) First Name (if individual): | MI: | Last Name: | Suffix: |
| 20) Legal Entity Name (if not an individual): ALTON CELLTELCO PARTNERSHIP | | | |
| 21) Attention To: RONALD L. RIPLEY | | | |
| 22) P.O. Box: | And /Or | 23) Street Address: 14201 WIRELESS WAY | |
| 24) City: OKLAHOMA CITY | | 25) State: OK | 26) Zip Code: 73134 |
| 27) Telephone Number: (405)529-8500 | | 28) Fax Number: (405)529-8765 | |
| 29) E-Mail Address: | | | |

30) Demographics of Assignor/Licensee (Optional):

| | | |
|--|---|---|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input checked="" type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input checked="" type="checkbox"/> Male <input type="checkbox"/> Female |
|--|---|---|

Assignor/Licensee Contact Representative

| | | | |
|--|---------|--|---------------------|
| 31) First Name: LAWRENCE | MI: J | Last Name: MOVSHIN | Suffix: |
| 32) Company Name: WILKINSON BARKER KNAUER, LLP | | | |
| 33) Attention To: | | | |
| 34) P.O. Box: | And /Or | 35) Street Address: 2300 N STREET, N.W., SUITE 700 | |
| 36) City: WASHINGTON | | 37) State: DC | 38) Zip Code: 20037 |
| 39) Telephone Number: (202)783-4141 | | 40) Fax Number: (202)783-5851 | |
| 41) E-Mail Address: LMOVSHIN@WBKLAW.COM | | | |

Transferor Information (for Transfers of Control only)

| | | | |
|---|---|--|--|
| 42) Transferor is a(n): (Select One) | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust | <input type="checkbox"/> Government Entity |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> General Partnership | <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium |
| <input type="checkbox"/> Other: _____ | | | |
| 43) FCC Registration Number (FRN): 0008876229 | | | |
| 44) First Name (if individual): | MI: | Last Name: | Suffix: |
| 45) Legal Entity Name (if not an individual): DOBSON CC LIMITED PARTNERSHIP | | | |
| 46) Attention To: RONALD L. RIPLEY | | | |
| 47) P.O. Box: | And /Or | 48) Street Address: 14201 WIRELESS WAY | |
| 49) City: OKLAHOMA CITY | | 50) State: OK | 51) Zip Code: 73134 |
| 52) Telephone Number: (405)529-8500 | | 53) Fax Number: (405)529-8765 | |
| 54) E-Mail Address: | | | |

55) Demographics of Transferor (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Transferor Contact Representative

| | | | |
|--|---------|--|---------------------|
| 56) First Name: LAWRENCE | MI: J | Last Name: MOVSHIN | Suffix: |
| 57) Company Name: WILKINSON BARKER KNAUER, LLP | | | |
| 58) Attention To: | | | |
| 59) P.O. Box: | And /Or | 60) Street Address: 2300 N STREET, N.W., SUITE 700 | |
| 61) City: WASHINGTON | | 62) State: DC | 63) Zip Code: 20037 |
| 64) Telephone Number: (202)783-4141 | | 65) Fax Number: (202)783-5851 | |
| 66) E-Mail Address: LMOVSHIN@WBKLAW.COM | | | |

Assignee/Transferee Information

| | | | |
|--|---|--|--|
| 67) Assignee/Transferee is a(n): (Select One) | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust | <input type="checkbox"/> Government Entity |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium |
| <input type="checkbox"/> Other: _____ | | | |
| 68) FCC Registration Number (FRN): 0005193701 | | | |
| 69) First Name (if individual): | MI: | Last Name: | Suffix: |
| 70) Legal Entity Name (if not an individual): AT&T Inc. | | | |
| 71) Attention To: William R. Drexel | | | |
| 72) Real Party in Interest FCC Registration Number (FRN): 0005193701 | | | |
| 73) Name of Real Party in Interest: AT&T Inc. | | | |
| 74) P.O. Box: | And /Or | 75) Street Address: 175 East Houston, Room 242 | |
| 76) City: San Antonio | | 77) State: TX | 78) Zip Code: 78205 |
| 79) Telephone Number: (210)351-5360 | | 80) Fax Number: (210)370-1283 | |
| 81) E-Mail Address: william.drexel@att.com | | | |

82) Demographics of Assignee/Transferee (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| | | | |
|--|---------|--|---------------------|
| 83) First Name: | MI: | Last Name: | Suffix: |
| 84) Company Name: AT&T Inc. | | | |
| 85) Attention To: William R. Drexel | | | |
| 86) P.O. Box: | And /Or | 87) Street Address: 175 East Houston, Room 242 | |
| 88) City: San Antonio | | 89) State: TX | 90) Zip Code: 78205 |
| 91) Telephone Number: (210)351-5360 | | 92) Fax Number: (210)370-1283 | |
| 93) E-Mail Address: william.drexel@att.com | | | |

Ownership Disclosure Information

| | |
|--|---|
| 94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC. | File Number: <u>0003107610</u> |

Alien Ownership Information

| | |
|--|---|
| 95) Is the Assignee/Transferee a foreign government or the representative of any foreign government? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 96) Is the Assignee/Transferee an alien or the representative of an alien? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |

Basic Qualification Information

| | |
|---|---|
| 100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

| | | | |
|---|----------|----------------------|--------------------------|
| 103) First Name: Everett | MI: R | Last Name: Dobson | Suffix: |
| 104) Title: Pres. of Sole GP of Dobson CC LP | | | |
| Signature: Everett R Dobson | | | 105) Date: 07/13/2007 |
| FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Assignee/Transferee Certification Statements

| | |
|----|--|
| 1) | The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules. |
| 2) | The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. |
| 3) | The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules. *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. |
| 4) | The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer. |
| 5) | The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. |
| 6) | The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification. |
| 7) | The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |

Typed or Printed Name of Party Authorized to Sign

| | | | |
|---|----------|----------------------|--------------------------|
| 106) First Name: William | MI: R | Last Name: Drexel | Suffix: |
| 107) Title: Sr. VP & Assistant General Counsel | | | |
| Signature: William R Drexel | | | 108) Date: 07/13/2007 |
| FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Authorizations To Be Assigned or Transferred

| 108) Call Sign | 109) Radio Service Code | 110) Location Number | 111) Path Number (Microwave only) | 112) Frequency Number | 113) Lower or Center Frequency (MHz) | 114) Upper Frequency (MHz) | 115) Constructed Yes / No |
|-------------------|-------------------------------|----------------------------|---|-----------------------------|--|----------------------------------|---------------------------------|
| KNKA611 | CL - Cellular | | | | | | Y |

Attachment(s):

| Type | Description | Date Entered |
|------|---|--------------|
| O | <u>Exhibit 3: SEC Form 8-K - Agreement and Plan of Merger</u> | 07/12/2007 |
| O | <u>Exhibit 2: Statement of No Environmental Impact</u> | 07/12/2007 |
| O | <u>Exhibit 1 - Public Interest Statement</u> | 07/12/2007 |
| O | <u>Appendix A - Cellular & PCS Overlaps</u> | 07/12/2007 |
| O | <u>Appendix A Attachment - Notes On Cellular & PCS Overlaps</u> | 07/12/2007 |
| O | <u>Appendix B - CMAs Where AT&T and Dobson Compete</u> | 07/12/2007 |
| O | <u>Declaration of Rick L. Moore</u> | 07/12/2007 |
| O | <u>Declaration of Paul Roth</u> | 07/12/2007 |
| O | <u>Declaration of Thomas A. Coates</u> | 07/12/2007 |
| O | <u>Declaration of Robert Willig & Jonathan Orszag</u> | 07/12/2007 |

Merger of
AT&T Inc. and
Dobson Communications
Corporation

**Description of Transaction,
Public Interest Showing and
Related Demonstrations**

Filed with the Federal Communications Commission
July 13, 2007

INTRODUCTION AND EXECUTIVE SUMMARY

These applications seek Commission approval for the transfer of control of the authorizations and spectrum leases held by Dobson Communications Corporation (“Dobson”) and its subsidiaries to AT&T Inc. (“AT&T”). This transaction – which involves the combination of a rural and suburban wireless provider with a national carrier that uses compatible GSM/EDGE technology – easily satisfies the Commission’s standards for approval. First, it will bring numerous public interest and consumer benefits, which the Commission has recognized and encouraged in approving other wireless mergers. Given Dobson’s subscriber base and footprint, these benefits will flow especially to rural customers. Second, these benefits will accrue to the public with no offsetting competitive harm. In fact, the merger will further enhance competition by allowing AT&T to compete more effectively in the already highly competitive wireless marketplace.

The public interest benefits of the merger are clear and demonstrable. For example, it will greatly expand the services and features available to Dobson’s many rural customers. The much larger footprint of the combined company will give customers a far broader scope for services such as a much larger number of subscribers who can be reached via AT&T’s free mobile-to-mobile calling and push-to-talk. Those customers will also obtain access to a more diverse array of handsets and devices, including the popular iPhone, that will enhance their ability to access advanced features such as music downloading, video, Wi-Fi and GPS navigation services. In addition, Dobson’s customers will benefit from AT&T’s menu of rate plans, including such offerings as rollover minutes and free wireless-to-wireline calling. Dobson’s business customers will also benefit from the broad range of services that AT&T offers to such customers.

The ability of the combined company to benefit rural customers is further enhanced by the complementary strengths of the Applicants. Dobson has an outstanding record of providing high quality service in rural areas. Likewise, AT&T has a long history of serving rural customers, and the combined company will be well situated to continue bringing advanced services and innovative products to consumers. Together, they will bring a new and higher level of service to rural and suburban customers.

Integrating the two companies' networks – which will permit greater reliance on the more efficient 850 MHz spectrum in rural areas – will also provide customers of both companies with enhanced service quality across a broader area, particularly in areas where customers currently experience dropped or blocked calls and dead spots. Greater cell density will enable faster data speeds and better penetration of buildings. Furthermore, the ability of the combined company to integrate its wireless and wireline networks will benefit customers through unified billing and innovative service offerings. The merger will also result in substantial additional cost savings and synergies – such as the elimination of various duplicative costs, the reduction of customer acquisition costs, the elimination of many current roaming transactions, more efficient customer billing practices, reduced capital expenditures, and technological efficiencies. These savings and synergies have an estimated net present value of approximately \$2.5 billion.

The roaming benefits alone offer a substantial enhancement to consumer welfare. By increasing the amount of “on-net” traffic, the merger will eliminate well in excess of \$1 billion dollars of roaming charges over the next five years, thereby reducing the marginal cost of providing service. The Commission has repeatedly recognized that such cost reductions will benefit consumers. This benefit is particularly significant here since the Applicants have many adjacent markets, making them natural roaming partners; indeed, AT&T currently accounts for

the overwhelming majority of Dobson's roaming traffic, and Dobson's customers roam extensively on AT&T's network. In addition, the merger will benefit Dobson's customers by allowing them to take advantage of AT&T's extensive international roaming agreements.

The merger also will not harm competition in any way. The Commission has recognized that the market for wireless services is robustly competitive, so there will be no danger of either unilateral or coordinated adverse effects on competition after the merger. Many of the Applicants' service areas do not overlap, and even where they do, competition will continue to be fierce, both because of the presence of many facilities-based competitors (as many as eight and at least four in every overlap area except one), and because competition is also strong in adjacent metropolitan areas. Moreover, competition will only intensify as companies with spectrum in these areas build out, and MVNOs and cable companies continue to enter the market.

Nor are there any competitive concerns regarding aggregation of spectrum because existing competitors and spectrum holders have ample spectrum to expand, and additional spectrum has been and is going to be licensed by the Commission. Finally, since the merged company will have strong incentives to provide services to potential roaming partners, there will be no adverse effect on the market for wholesale roaming services.

In view of the clear public interest benefits and the absence of any danger of competitive harms, the Commission should approve the merger quickly and without conditions.

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**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED DEMONSTRATIONS**

I. OVERVIEW

These applications seek the Commission's approval for the transfer of control of authorizations and spectrum leases¹ held by Dobson Communications Corporation and its subsidiaries ("Dobson") from Dobson CC Limited Partnership ("DCCLP") to AT&T Inc. ("AT&T"). As detailed below, the merger of AT&T and Dobson will provide numerous public interest benefits without raising any competitive concerns. It is in the public interest to approve these transfer of control applications quickly without any conditions, and the Commission should do so.

II. DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESSES

A. AT&T

AT&T is a leading provider in the United States of wireless, high-speed Internet access, local and long distance voice, and directory publishing and advertising services, as well as a leading worldwide provider of IP-based communications services to businesses.

B. Dobson

Dobson provides wireless telephone services over a GSM/EDGE network to approximately 1.7 million subscribers in 17 states. Operating under the CELLULARONE® brand name, Dobson principally serves rural and suburban communities.

¹ AT&T and Dobson are filing applications to transfer control of the *de facto* transfer leases under which Dobson subsidiaries are lessees. See 47 C.F.R. § 1.9030(e), (i) (2007). Dobson subsidiaries also are the lessees under certain spectrum manager leases, and AT&T and Dobson will notify the Commission of the transfer of control of those leases at the appropriate time. See *id.* § 1.9020(e), (i).

C. AT&T Is Qualified To Control These Authorizations, and There Is No Issue with Respect to Dobson's Character or Qualifications

The Commission has concluded repeatedly that AT&T has the qualifications required by the Communications Act to control Commission authorizations,² and nothing has changed to disturb this conclusion. Nor can there be any question about Dobson's character or qualifications to hold Commission authorizations.³

III. DESCRIPTION OF THE TRANSACTION

AT&T will acquire Dobson. At closing, a wholly owned subsidiary of AT&T, Alpine Merger Sub, Inc., will be merged with and into Dobson, with Dobson being the surviving entity. Each share of Dobson common stock will be converted into the right to receive \$13.00. Dobson thus will become a wholly owned subsidiary of AT&T. Dobson will continue to own the stock of its subsidiaries, and Dobson and its subsidiaries will continue to hold all of the FCC authorizations and spectrum leases that they held prior to the merger. While AT&T will become the new parent of Dobson, there will be no assignment of licenses or transfer of direct control of

² See *In re AT&T Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd. 5662, 5758 ¶ 194 (2007) ("AT&T/BellSouth Merger Order"); *In re Applications of SBC Commc'ns Inc. and BellSouth Corp.*, Memorandum Opinion and Order, 15 FCC Rcd. 25459, 25465-66 ¶¶ 14-17 (WTB & IB 2000) ("Cingular Order"); *In re SBC Commc'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd. 18290, 18380-81 ¶¶ 173-76 (2005) ("SBC/AT&T Merger Order"); *In re Applications of AT&T Wireless Servs., Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd. 21522, 21548 ¶ 48 (2004) ("Cingular/AT&T Wireless Order"); *In re Applications of Ameritech Corp. and SBC Commc'ns Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 14712, 14950 ¶¶ 571-73 (1999) (subsequent history omitted) ("SBC/Ameritech Order").

³ See *Wireless Telecomms. Bureau Grants Advanced Wireless Serv. Licenses*, Public Notice, 21 FCC Rcd 13883 (WTB 2006) (granting AWS licenses to a Dobson subsidiary); *Wireless Telecomms. Bureau Grants Consent for Transfer of Control of Cellular, Microwave, and PCS Licenses From Am. Cellular Corp. to ACC Acquisition LLC, a Joint Venture Between Dobson Commc'ns Corp. and AT&T Wireless Servs., Inc.*, Public Notice, 15 FCC Rcd 759 (WTB 2000) (approving Dobson's acquisition of a controlling interest in American Cellular Corporation).

the FCC authorizations and *de facto* transfer spectrum leases, since the current licensees and lessees will continue to hold their authorizations and leases.⁴

IV. THE STANDARD OF REVIEW

In deciding whether to grant these applications under sections 214(a) and 310(d) of the Communications Act of 1934, as amended,⁵ the Commission must determine whether doing so is in the public interest. The Commission must first assess whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, the Commission's rules, and federal communications policy. The Commission then weighs any potential public interest harms of the proposed transaction against the potential public interest benefits. The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, serves the public interest.⁶

It is clear that this transaction does not violate any law or rule. Likewise, as shown below, it does not impede the realization of the objectives of the Communications Act or the Commission's ability to implement the Act. To the contrary, this transaction will benefit the public in a number of ways without harming competition and, accordingly, should be approved by the Commission expeditiously.

V. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST

Combining AT&T and Dobson will improve customers' wireless calling experience, expand the variety and scope of wireless services available to consumers, expand each party's

⁴ AT&T and Dobson also have entered into a Bidding Agreement in connection with their participation in the upcoming auction of 700 MHz spectrum.

⁵ See Communications Act, 47 U.S.C. §§ 214(a), 310(d) (2000).

⁶ See, e.g., *AT&T/BellSouth Merger Order* ¶ 19; *SBC/AT&T Merger Order* ¶ 16; *Cingular/AT&T Wireless Order* ¶ 40.

network coverage, and create substantial economies of scale and scope that will benefit subscribers. The Commission has credited these types of near-term, verifiable, transaction-specific public interest benefits in prior merger analyses, and it should do so here.⁷

A. The Transaction Will Improve the Customer Experience
and Expand the Variety and Scope of Wireless Services
Available to Consumers

Combining Dobson and AT&T will benefit customers of both companies. Dobson's existing customers will enjoy a variety of services that Dobson could not offer on its own. The merger will provide them access to the full range of services available on AT&T's national GSM/EDGE network, which covers more than 282 million people in 13,000 communities in the United States, and – through AT&T's international roaming partners – will allow Dobson's customers to make and receive voice calls in more than 190 countries and access data services in 120 countries.⁸ AT&T's customers will benefit from the expanded domestic geographic network and enjoy an even better customer experience than they now receive.

The improvements in wireless services that the merger enables include the following:

1. Diverse Rate Plans. The combined company will be able to offer a wider variety of rate plans to Dobson's customers, including those in rural areas, than Dobson can offer

⁷ See, e.g., *In re Midwest Wireless Holdings, L.L.C. and Alltel Commc'ns, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd. 11526, 11564-11566 ¶¶ 105-109 (2006) ("*Midwest Wireless Order*"); *In re Applications of Western Wireless Corp. and Alltel Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13053, 13100 ¶¶ 135-136 (2005) ("*Western Wireless Order*"); *In re Applications of Nextel Commc'ns, Inc. and Sprint Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13967, 14013-14014 ¶¶ 129-130 (2005) ("*Sprint/Nextel Order*"); *Cingular/AT&T Wireless Order* ¶ 201.

⁸ See Declaration of Rick L. Moore, Senior Vice President, AT&T Inc. (July 12, 2007) at ¶ 7 ("*Moore Decl.*"); Declaration of Thomas A. Coates, Vice President, Corporate Development, Dobson Commc'ns Corp. (July 11, 2007) at ¶ 9 ("*Coates Decl.*"); AT&T Inc., 2006 Annual Report, AT&T Inc. Delivering on Our Promise, (2006) at 4-5, http://www.att.com/Investor/ATT_Annual/downloads/ATT_2006_Annual_Report.pdf ("*AT&T Annual Report to Investors*").

on its own. For example, the merger will permit Dobson's customers to talk to a much larger wireless customer base without using their monthly minutes than is possible under Dobson's mobile-to-mobile service plan.⁹ Indeed, Dobson's mobile customers will see their mobile-to-mobile calling population expand from about 1.7 million to approximately 64 million.

The merger also will enable Dobson customers who reside in AT&T's wireline service area to take advantage of free calling between and among AT&T's wireline and wireless subscribers pursuant to AT&T's recently introduced Unity Plans.¹⁰ These Dobson customers will thus be able to join the nation's largest free-calling community of more than 100 million AT&T wireless and wireline residential and business phone numbers.¹¹

AT&T is also the only wireless carrier that permits its customers to roll over unused minutes to the next month.¹²

2. Wider Variety of Handsets and Advanced Services. The combined company will be able to offer Dobson's customers a wider array of handsets with a variety of features than Dobson currently offers its customers.¹³ For example, the merger will enable AT&T to bring to all of Dobson's customers, including those in Alaska and rural areas, the iPhone, which includes innovative and unique multimedia features never before seen in a cellular phone. It will also make available to Dobson's customers handsets with integrated Wi-Fi or GPS

⁹ See Moore Decl. ¶ 9.

¹⁰ See Moore Decl. ¶ 9. The merger would enable AT&T to offer the Unity plans to its wireline customers located in wireless territory served by Dobson but not AT&T. See AT&T, AT&T Unity Frequently Asked Questions, http://www.wireless.att.com/learn/why/unity/faq.jsp?locale=en_US.

¹¹ See AT&T, About AT&T Unity, <http://www.wireless.att.com/learn/why/unity/more-information.jsp>.

¹² See AT&T, Why AT&T, http://www.wireless.att.com/learn/why/?_requestid=16529.

¹³ See Moore Decl. ¶ 11; Coates Decl. ¶¶ 12-13.

navigation.¹⁴ Dobson does not currently offer handsets with the feature set of the iPhone or with Wi-Fi or GPS capability.¹⁵

Dobson also does not offer its subscribers mobile video and television services, nor the range of multimedia features offered by AT&T.¹⁶ Dobson's customers also will gain access to AT&T's mobile music subscription service, which is the most comprehensive mobile music service offered by any U.S. carrier. That music service provides customers with content from online retailers, such as Yahoo!Music, Napster and XM Satellite Radio.¹⁷

As a regional carrier, Dobson does not have the direct relationships with handset manufacturers, the economics of scale arising from a significantly larger subscriber base, the same access to capital, the technological and software capabilities, or other advantages that AT&T and other larger carriers enjoy.¹⁸ As a result, Dobson does not have the ability to offer the same variety of handsets and features as offered by such carriers. For example, AT&T and other national carriers are able to take advantage of their scale and greater technological and software capabilities to negotiate with equipment manufacturers for customized or exclusive handsets.¹⁹ AT&T and other national carriers also have much larger technical staffs, thereby permitting them to roll out new handsets and features faster than Dobson.²⁰ As a result of this transaction, however, Dobson customers will benefit from these large carrier advantages through access to a wider variety of handsets with new, innovative features.

¹⁴ See Moore Decl. ¶ 11.

¹⁵ See Coates Decl. ¶ 12.

¹⁶ *Id.*

¹⁷ See AT&T Annual Report to Investors at 6.

¹⁸ See Coates Decl. ¶ 15.

¹⁹ See *id.*

²⁰ *Id.*

3. Wireless/Wireline Integration.

Dobson serves many areas that are served by AT&T's wireline network but not its wireless one, such as, for example, areas in Texas, Oklahoma, Wisconsin and Michigan.²¹ The merger will enable the combined company to integrate the wireless/wireline networks serving those customers, including those in rural areas. Such integration of wireline and wireless networks not only creates capital and operational efficiencies, but also results in benefits to customers. In addition to the Unity Plan described above, customers will be able to take advantage of AT&T's unified billing, which offers the convenience of one bill and a discount for having both wireline and wireless service. AT&T also offers special DSL pricing for customers receiving wireless and wireline service. Moreover, integration will permit the future deployment of innovative integrated offerings that will benefit both mass market and business customers.²² For example, the merged company will be able to offer converged applications that use three screens – TV, PC and mobile. A customer will be able to select streaming video content on a PC, watch part of it on a TV, and then leave home and watch the rest of the program from a mobile phone remotely. Or, a customer who is away may use his or her wireless handset to control a digital video recorder (“DVR”) at home. Likewise, such integration will permit the use of “dual-mode” phones that will shift seamlessly between wireless and broadband VoIP networks. Business customers will also benefit from AT&T's ability to offer one-stop shopping and a single point of contact for both wireless and wireline services.

4. International Roaming. Consumer benefits are not limited to service in the United States. AT&T has over 400 international roaming agreements reaching over 190

²¹ See Moore Decl. ¶ 13.

²² *Id.* ¶ 14.

countries around the world.²³ Dobson, on the other hand, currently offers international roaming capability only in Canada, Mexico, Japan, Puerto Rico, the Bahamas, the Virgin Islands and certain other parts of the Caribbean.²⁴ Outside of those countries, Dobson has entered into an agreement with a third-party vendor for certain countries that would permit its customers to rent a handset from the vendor and obtain service in such countries at a price higher than they would pay if Dobson had roaming agreements in place.²⁵ The transaction therefore will enable the combined company to offer Dobson's customers much greater international roaming capabilities than possible absent the merger.

5. Business Customers. The combined company will be in a better position to provide wireless services to business customers. AT&T currently serves more than 3 million wireless business data subscribers, including 95 percent of the Fortune 100 and 80 percent of the Fortune 500 companies.²⁶ AT&T's network is attractive to these businesses because of its nationwide and global reach and the innovative services AT&T offers to business customers. For example, the merger will enable AT&T to offer Dobson's business users in the continental United States AT&T's "Push to Talk" service, thereby permitting businesses to contact personnel instantly across the nation.²⁷

AT&T also offers services which Dobson cannot match in terms of variety or features. For example, while Dobson offers its business customers certain services such as electronic billing capabilities, it does not offer the wealth of services that AT&T offers its business

²³ *Id.* ¶ 16.

²⁴ Coates Decl. ¶ 9.

²⁵ *Id.*

²⁶ AT&T Annual Report to Investors at 6.

²⁷ See AT&T Inc., Push to Talk, <http://www.wireless.att.com/businesscenter/solutions/push-to-talk.jsp;d>.

customers, such as AT&T's Premier Enterprise Portal Wireless Management Center, which helps streamline the procurement and management of a business' wireless program.²⁸ AT&T also offers Enterprise on Demand, which is a unique wireless program for customers that permits ordering and real-time activation, and online trouble ticket management and reporting.²⁹ AT&T also offers business customers AT&T's "Freedomlink" Wi-Fi service and a service that permits businesses to lock a handset remotely if stolen or lost.³⁰

6. Improved Reception and Signal Quality. Customers of both companies, especially in rural areas, will benefit from the network integration and expanded network coverage (discussed in more detail in Section V.B below) that will result from the merger. Integration of the companies' networks will permit greater cell site density in areas with overlapping spectrum and complementary overlapping tower facilities.³¹ This will lead to an improved customer experience, particularly in areas where customers may be experiencing dropped calls, dead spots and coverage gaps.³² Greater cell site density also will enable faster data speeds and permit better signal penetration of homes and other buildings.³³ Moreover, there will no longer be a need for customers to roam when moving to or from areas where the companies have adjacent spectrum, such as in parts of Arizona, Maryland, Michigan, Minnesota, New York, Oklahoma, Pennsylvania, Texas and Wisconsin.³⁴

²⁸ See Coates Decl. ¶ 14.

²⁹ *Id.*

³⁰ *Id.*

³¹ See Moore Decl. ¶ 12.

³² *Id.*

³³ *Id.*

³⁴ See *id.*; Coates Decl. ¶ 8. In addition to the benefit to consumers, the merger will permit the more efficient use of the complementary spectrum held – and networks operated – by each. Also, in areas where Dobson has 850 MHz spectrum and AT&T does not currently provide

Footnote continued on next page